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November 26, 2019

Via Electronic Filing

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, SW
Washington, DC 20554

RE: Jonathan V. Harlan, Transferor, and Harlan Family Trust dated August 21, 2018, Transferee, Section 63.04 Filing: Joint Application for Consent to Transfer of Control of the Domestic Section 214 Authority Held by Aeneas Communications, LLC ("Trust Transfer of Control Application")

Fiona Harlan as Trustee of the Harlan Family Trust dated August 21, 2018, Section 63.04 Filing: Request for Special Temporary Authority ("Aeneas Request for STA")

Aeneas Communications, LLC, Licensee, Section 63.04 Filing: Application for Consent to Involuntary Transfer of Control of the Domestic Section 214 Authority ("Aeneas Involuntary Transfer of Control Application")

Fiona Harlan, as Trustee of the Harlan Family Trust dated August 21, 2018, Transferor, and Southwest Tennessee Electric Membership Corporation, Transferee, Section 63.04 Filing: Joint Application for Consent to Transfer Control of the Domestic and International Section 214 Authority Held by Aeneas Communications, LLC ("Aeneas-STEMC Transfer of Control Application")

Dear Ms. Dortch:

The above-referenced applicants, by their undersigned counsel, hereby submit as separate filings in the Commission's ECFS as Inbox Section 63.04 the above-referenced: (1) Trust

Transfer of Control Application, (2) Aeneas Request for STA with Aeneas Involuntary Transfer of Control Application attached, and (3) Aeneas-STEMC Transfer of Control Application. The applicants will provide a copy of the Fee Filer payment for these three submissions to the Wireline Competition Bureau staff noted below.

The Aeneas-STEMC Transfer of Control application is also being submitted as an attachment to the IBFS form filing for transfer of control of the international authorization held by Aeneas Communications, LLC.

Please contact the undersigned counsel if you have any questions.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Robin E. Tuttle". The signature is fluid and cursive, with the first name "Robin" being more prominent than the last name "Tuttle".

Robin E. Tuttle

Attachments

cc: Jodie May, Wireline Competition Bureau (*via email*)
Dennis Johnson, Wireline Competition Bureau (*via email*)
David Krech, International Bureau (*via email*)

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of)	
)	
Application of)	
)	
Jonathan V. Harlan,)	
Transferor,)	
)	
and)	WC Docket No. _____
)	
Harlan Family Trust dated August 21, 2018,)	
Transferee,)	
)	
For Consent to Transfer Control of the Domestic)	
Section 214 Authority Held by Aeneas)	
Communications, LLC)	
_____)	

JOINT APPLICATION

I. INTRODUCTION

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.01, 63.03, and 63.04 of the rules and regulations of the Federal Communications Commission (“FCC” or “Commission”), 47 C.F.R. §§ 63.01, 63.03, and 63.04, the estate of Jonathan V. Harlan, by Fiona Harlan (“Mrs. Harlan”) as trustee of the Harlan Family Trust dated August 21, 2018 (“Trust”), hereby requests Commission consent, *ex post facto*, for the transfer of control of the domestic Section 214 authority held by Aeneas Communications, LLC (“Aeneas” or “Licensee”) from Jonathan V. Harlan (“Mr. Harlan” or “Transferor”) to the Trust pursuant to an assignment of all of Mr. Harlan’s membership interests in Aeneas on August 21, 2018 (“Trust Transfer”) pursuant to a Transfer and Assignment of

Interest in Aeneas Communications, LLC. Mr. Harlan and the Trust collectively are referred to as the “Applicants.”

As required by Section 63.04(b) of the Commission’s rules, 47 C.F.R. § 63.04(b), Section V of this Joint Application provides the additional information required for the transfer of control of the authorization used in the provision of domestic telecommunications services arising from the Trust Transfer.

The Applicants respectfully request streamlined treatment of the Transaction pursuant to Section 63.03 of the Commission’s rules, 47 C.F.R. § 63.03. The Trust Transfer did not result in a change of the terms and conditions of service to current Aeneas customers, and raised no competitive issues. Expeditious approval of the Trust Transfer will serve the public interest by allowing for the continuation of the provision of services to customers without interruption.

II. DESCRIPTION OF THE APPLICANTS AND LICENSEE

a. Mr. Harlan

Mr. Harlan is now deceased, but on the date of the Trust Transfer, he was a U.S. citizen. Mr. Harlan was the founder, President and Chief Executive Officer of Aeneas until the date of the Trust Transfer. Prior to the Trust Transfer, Mr. Harlan owned 100% of the membership interests in Aeneas, which he assigned to the Trust on August 21, 2018.

b. The Trust

On August 21, 2018, grantors, Mr. and Mrs. Harlan created and certified the Trust pursuant to Tennessee law, TCA 35-15-1013. Mr. and Mrs. Harlan were appointed co-trustees of the Trust. Upon Mr. Harlan’s death, Mrs. Harlan became the sole trustee. Mr. Harlan was, and Mrs. Harlan is, a life beneficiary of the Trust.

c. Aeneas

Aeneas is a provider of communications services headquartered in Jackson, Tennessee. Aeneas is a competitive local exchange carrier registered in Tennessee and authorized to provide services throughout the state. Aeneas offers services through a combination of its own facilities and resale arrangements with other carriers, providing competitive local telecommunications, long distance telecommunications, high-speed Internet, and Voice over Internet Protocol services (collectively, the “Services”) primarily in western Tennessee. Aeneas offers all Services in Bedford, Benton, Carroll, Cheatham, Chester, Coffee, Crockett, Davidson, Decatur, Dickson, Dyer, Fayette, Franklin, Gibson, Giles, Hardeman, Hardin, Haywood, Henderson, Henry, Hickman, Humphreys, Lake, Lauderdale, Lawrence, Lewis, Lincoln, Madison, Marshall, Maury, McNairy, Montgomery, Moore, Obion, Robertson, Rutherford, Shelby, Smith, Stewart, Sumner, Tipton, Trousdale, Weakley, Williamson, and Wilson counties, Tennessee.

Mr. Harlan was the President and Chief Executive Officer until the time of the Trust Transfer. After the Trust Transfer, Mrs. Harlan was appointed the President and Stephen Thorpe was appointed the Chief Executive Officer of Aeneas.

III. DESCRIPTION OF THE TRUST TRANSFER

On August 21, 2018, Mr. Harlan assigned of all of the membership interests in Aeneas to the Trust pursuant to a Transfer and Assignment of Interest in Aeneas Communications, LLC. The Trust then owned 100% of the membership interests (all of the ownership) in Aeneas. At the time of the transfer, Mr. Harlan was terminally ill. Mr. Harlan’s failing health necessitated the assignment to the Trust. The assignment to the Trust resulted in Mrs. Harlan obtaining negative control of Aeneas as a co-trustee.

Post Trust Transfer, Aeneas has continued to exist and operate under the same name, and day-to-day management. The Trust Transfer has not resulted in a change to the terms and conditions of service, including Lifeline service, pursuant to which to Aeneas provides service to its customers.

IV. PUBLIC INTEREST STATEMENT

Approval of the Trust Transfer serves the public interest, convenience, and necessity. A grant will permit the continued, uninterrupted provision of high-quality service to customers. The assignment of Mr. Harlan's ownership of Aeneas to the Trust did not result in an interruption, reduction, loss or impairment of services to any subscriber, and the Applicants are not aware of any harms to customers or to the market resulting from the Trust Transfer. At the time of the Trust Transfer, Mr. Harlan was terminally ill. The assignment of Mr. Harlan's membership interests to the Trust allowed Aeneas, a small telecommunications provider, to continue operations with Mr. and Mrs. Harlan as joint trustees of the Trust, and with Mrs. Harlan as President of Aeneas and with Stephen Thorpe as CEO of Aeneas.

V. INFORMATION REGARDING TRANSFER OF CONTROL OF DOMESTIC SECTION 214 AUTHORITY

In support of this Joint Application and in accordance with the requirements of the Commission's rule Section 63.04(b), 47 C.F.R. § 63.04(b), the Applicants submit the following additional information:

§ 63.04(a)(1) Name, address, and telephone number of each applicant.

Transferor:

Jonathan V. Harlan (deceased)
Formerly President and CEO, Aeneas Communications, LLC
Attention: Fiona Harlan, as Trustee of the Harlan Family Trust dated August 21, 2018
71 Poplar Plains
Jackson, TN 38305
Phone: 731-431-0154

Transferee:

Harlan Family Trust, dated August 21, 2018
71 Poplar Plains
Jackson, TN 38305
FRN: 0029000213
Attention: Fiona Harlan, as Trustee of the Harlan Family Trust dated August 21, 2018
FRN: 002900197
Phone: 731-431-0154

Licensee:

Aeneas Communications, LLC
300 N. Cumberland Street, Suite 200
Jackson, TN 38301
Phone: 731-554-9200
FRN: 0009361080
Attention: Stephen Thorpe, CEO, Aeneas Communications, LLC

§ 63.04(a)(2) State under the laws of which each applicant is organized.

Transferor: Mr. Harlan was a U.S. citizen.

Transferee: The Trust was formed and exists under the laws of Tennessee.

Trustee: Mrs. Harlan is a U.S. citizen.

Licensee: Aeneas is a limited liability company organized under the laws of Tennessee.

§ 63.04(a)(3) Name, title, address, and telephone number of an officer for each applicant and legal counsel.

Transferor:

Fiona Harlan
Trustee of the Harlan Family Trust dated August 21, 2018
For the estate of Jonathan V. Harlan
71 Poplar Plains
Jackson, TN 38305
Phone: 731-431-0154
E-mail: Fiona@aeneas.net

Legal Counsel to Transferor (to whom correspondence should be addressed):

Gregory W. Whiteaker
Robin Tuttle
Herman & Whiteaker, LLC
6720-B Rockledge Drive, Suite 150
Bethesda, MD 20817
Phone: (202) 600-7274 and (202) 827-0667
E-mail: greg@hermanwhiteaker.com,
rtuttle@hermanwhiteaker.com

Transferee:

Fiona Harlan
Trustee of the Harlan Family Trust dated August 21, 2018
71 Poplar Plains
Jackson, TN 38305
Phone: 731-431-0154
E-mail: Fiona@aeneas.net

Legal Counsel to Transferee (to whom correspondence should be addressed):

Gregory W. Whiteaker
Robin Tuttle
Herman & Whiteaker, LLC
6720-B Rockledge Drive, Suite 150
Bethesda, MD 20817
Phone: (202) 600-7274 and (202) 827-0667
E-mail: greg@hermanwhiteaker.com,
rtuttle@hermanwhiteaker.com

§ 63.04(a)(4) Disclosable Interest Holders in Aeneas.

The Trust was created and certified pursuant to Tennessee law TCA 35-15-1013 and holds 100% of the membership interests in Aeneas pursuant to Mr. Harlan's assignment of all of his membership interests in Aeneas on August 21, 2018. Mr. and Mrs. Harlan were appointed as co-trustees of the Trust. Mr. Harlan was, and Mrs. Harlan is, a life beneficiary of the Trust. Following Mr. Harlan's death on November 12, 2018, Mrs. Harlan is the sole remaining trustee of the Trust and she is the sole life beneficiary of the Trust. Mr. Harlan was a U.S. citizen, but is now deceased. Mrs. Harlan is a U.S. citizen. The address for Mrs. Harlan is 71 Poplar Plains, Jackson, TN 38305. Mrs. Harlan's phone number is 731-431-0154 and her e-mail address is Fiona@aeneas.net.

§ 63.04(a)(5) Certification Regarding Denial of Federal Benefits.

Applicants certify, pursuant to 47 C.F.R. §§ 1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988. Applicants certify that this certification is true, complete, and correct to the best of their knowledge and belief and is made in good faith.

§ 63.04(a)(6) Description of the Trust Transfer.

The Applicants describe the Trust Transfer in Section III of this Joint Application.

§ 63.04(a)(7) Geographic Areas Served and Services Provided.

The Applicants describe the geographic areas in which the authorization holder, Aeneas, offers domestic telecommunications services and the services that are provided in each area in Section II of this Joint Application.

§ 63.04(a)(8) Statement Regarding Streamlined Treatment.

This Application qualifies for presumptive streamlined processing pursuant to Sections 63.03(b)(1)(ii) and (b)(2)(i) because the Transferee, the Trust, does not provide telecommunications services and because the Licensee is not a dominant carrier with respect to any service.

§ 63.04(a)(9) Other Related Commission Applications.

Concurrently herewith, the Trust is submitting a request for Special Temporary Authority for Aeneas to continue to provide domestic telecommunication services under the control of the Trust.

The Applicants concurrently herewith also are submitting an application requesting approval of the subsequent involuntary transfer of control from Jonathan V. Harlan, as a co-trustee of the Trust, to Fiona Harlan as the remaining sole trustee of the Trust, upon Mr. Harlan's death on November 12, 2018 ("Involuntary Transfer Application").

The Trust and Southwest Tennessee Electric Membership Corporation ("STEMC") also are submitting a Joint Application seeking approval to assign all of the Trust's membership interests in Aeneas to STEMC, which will result in STEMC acquiring ownership and control of Aeneas (the "STEMC Application"). As explained in the STEMC Application, the transfer of control of Aeneas to STEMC will serve the public interest by ensuring Aeneas' ability to continue to provide, and to expand and improve competitive services in Tennessee.

The Applicants request that the Commission consider and act on this Joint Application, the Involuntary Transfer Application, and the STEM C Application concurrently, and expeditiously.¹

§ 63.04(a)(10) Statement Regarding Special Consideration.

The Applicants do not request special consideration because no party to the Trust Transfer is facing imminent business failure.

§ 63.04(a)(11) Identification of Waiver Requests.

The Applicants will not seek a waiver in conjunction with the Trust Transfer.

§ 63.04(a)(12) Public Interest Statement.

The Applicants provide a statement showing how the grant of this Joint Application will serve the public interest, convenience, and necessity in Section IV of this Joint Application.

VI. CONCLUSION

Based on the foregoing, the Applicants respectfully request that the Commission grant this Joint Application and consent to the transfer of control of Aeneas' domestic Section 214

¹ No international applications are being filed in connection with this Joint Application or the Trustee Application because Aeneas did not hold international Section 214 authority at the time of the Trust Transfer or of Mr. Harlan's death. Aeneas subsequently obtained international Section 214 authority, the transfer of control of which is sought in the STEM C Application.

authorization from Mr. Harlan to the Trust pursuant to Mr. Harlan's assignment of all the membership interests in Aeneas to the Trust.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'G W Whiteaker', with a long horizontal flourish extending to the right.

Gregory W. Whiteaker
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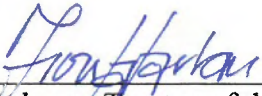
*Counsel for Fiona Harlan, Trustee of the
Harlan Family Trust dated August 21, 2018,
and for the Harlan Family Trust dated
August 21, 2018*

Dated: November 26, 2019

DECLARATION OF FIONA HARLAN

I, Fiona Harlan, declare, under penalty of perjury:

1. I am Trustee of the Harlan Family Trust dated August 21, 2018 ("Trust").
2. I have read the foregoing Joint Application requesting that the Federal Communications Commission consent to the transfer of control of the domestic Section 214 authority held by Aeneas Communications, LLC ("Aeneas") to the Trust.
3. The statements stated in the Joint Application are true and accurate to the best of my knowledge, information, and belief.



Fiona Harlan as Trustee of the Harlan
Family Trust Dated August 21, 2018

Dated: November 25, 2019